

4. In response to these omissions, the Court Ordered Plaintiff to respond to its Order to Show Cause by April 29, 2025, with facts sufficient to allow the Court to determine whether it in fact has diversity jurisdiction over this matter. [Docket No. 11.]

5. In conjunction with this Response, Plaintiff is filing his First Amended Complaint. Because it is his first amended pleading, and Defendants have consented to the proposed amendments, and no motion is required. Fed. R. Civ. P. Rule 15.

6. In his proposed First Amended Complaint, Plaintiff alleges a controversy in amounts over \$75,000 and further alleges that:

- A. He is an individual residing at 16 Rodman Street, Narragansett, Rhode Island.
- B. Defendant Avertium Holdings, LLC is a Delaware limited liability company and is the ultimate parent of Avertium, LLC and Avertium Tennessee, Inc. Further, upon information and belief, that Avertium Holdings, LLC's principle place of business is not located in Rhode Island and that its members and sub-members are citizens of states other than Rhode Island.
- C. Defendant Avertium, LLC is a Delaware limited liability company, with locations in Phoenix, Arizona, and Knoxville, Tennessee. Upon information and belief, that its principle place of business is not located in Rhode Island and that its members of Avertium, LLC are citizens of states other than Rhode Island.
- D. Defendant Avertium Tennessee, Inc.. is a Delaware corporation cybersecurity company, with locations in Knoxville, Tennessee, and its principle place of business is Tennessee. Further, upon information and belief, that it does not maintain a principal place of business in Rhode Island.

7. The proposed First Amended Complaint also attaches a copy of the Nondisclosure, Inventions and Noncompetition Agreement (the "Noncompetition Agreement") between the parties. Section 12 of the Noncompetition Agreement provides:

The parties irrevocably and unconditionally (a) submit to the exclusive jurisdiction of the state and federal courts located within the State of Tennessee (the "Courts") for the purpose of any suit, action or other proceeding arising under or relating to this Agreement, (b) agree not to commence any suit, action or other proceeding arising under or relating to this Agreement except in the Courts, and (c) waive, and agree not to assert, by way of motion, as a defense, counterclaim or otherwise, in any such suit, action or proceeding, any claim that such party is not subject

personally to the jurisdiction of the Courts, that its property is exempt or immune from attachment or execution, that the suit, action or proceeding is brought in an inconvenient forum, that the venue of the suit, action or proceeding is improper or that this Agreement or the subject matter hereof may not be enforced in or by the Courts.

7. For all of these reasons, Plaintiff believes that this Court has jurisdiction over this matter pursuant to 28 U.S.C. section 1332(a).

8. The names and citizenship of the members and sub-members of the LLC Defendants are presently unknown to Plaintiff, but they are not believed to be citizens of Rhode Island. To the extent that the Court determines that additional averments and/ or evidence is needed to establish diversity jurisdiction, the Plaintiff would request the opportunity to conduct limited jurisdictional discovery, as the information sought by the Court is uniquely within the possession of the Defendants.

Respectfully submitted this 29th day of April, 2025.

By His Attorneys:

s/ D. Scott Hurley
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CERTIFICATE OF SERVICE

I hereby certify that on the 29th day of April 2025, the foregoing document was served via the Court's CM/ECF filing system and/or email upon:

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/s/ D. Scott Hurley
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